

Special Annual General Meeting 17th February, 2026.

The Special Annual General Meeting of the Southdown Sheep Society (Incorporated) trading as Southdown New Zealand, was held at Gateway Airport Motel, 45 Roydale Avenue, Burnside, Christchurch, on Tuesday 17th February, 2026, commencing at 5.30pm.

PRESENT:

The following signed the attendance register:-

Miss.J.R.Gray, Mrs. F.C.Williams, Mrs.L.K.Christey, S.W.Brannigan, D.C.Murray, P.G.Williams, A.C.Christey, C.E.Miller-Brown, J.J.M.Burrows and C.J.Medlicott.

The President thanked all who made the effort to attend this Special Annual General Meeting and make sure there was a quorum at the meeting.

APOLOGIES:

The President asked for apologies and the following were received:- Miss.C.A.Jordan, Miss.J.A.Baird, T.R.Anderson, S.G.Baker, B.C.Macaulay, J.J.Macaulay, J.H.Jebson, Mrs. J.L.Chisnall.

D.C.Murray moved P.G.Williams seconded THAT the apologies be received.

CARRIED.

C.J.Medlicott advised that any rule that was changed must be by the member asking that it be changed give Council 28 days' notice in writing.

Now with the 2022 Incorporated Societies Act Councillors become Council Officers and must sign a Consent and Certificate of Officer.

P.G.Williams moved Mrs. L.K.Christey seconded THAT the forementioned be approved.

CARRIED.

With the new registration being approved under Rule 58 the Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

A.C.Christey moved J.J.M.Burrows seconded THAT the three contacted people be C.J.Medlicott, Miss.C.A.Jordan and Miss.C.H.Ramsay.

CARRIED.

RE-REGISTRATION OF THE SOUTHDOWN SHEEP SOCIETY OF NEW ZEALAND INCORPORATED.

C.E.Miller-Brown formally moved D.C.Murray seconded THAT the re-registration of the Southdown Sheep Society of New Zealand Incorporated be formally registered under the Incorporated Societies Act 2022.

A copy of the new rules are included over the page.

The President thanked all for their participation and said with the new Act he felt that the direction for the Society would not change.

There being no further business the meeting closed at 6.00pm.

Accepted:

Date:-

The Southdown Sheep Society of New Zealand (INCORPORATED)
Trading as:- Southdown New Zealand

RULES

NAME

1. The name of the Association is "THE SOUTHDOWN SHEEP SOCIETY OF NEW ZEALAND" (Incorporated).

OFFICE

2. The Registered Office of the Society will be situated at Feilding.

OBJECTS

3. The objects for which the Society is established are:
- (a) To maintain the purity and improve the breed of Southdown sheep in New Zealand.
 - (b) To collect, verify and publish information relating to Southdown sheep.
 - (c) To offer prizes for Southdown sheep; to ensure the representation at important shows in New Zealand or abroad of the best specimens of the breed.
 - (d) To co-operate with any other Society having similar objects, and to procure from and to communicate to such Society such information as may seem likely to promote the objects of this Society.
 - (e) Subject to the provisions of the "Incorporated Societies' Act, 2022", to purchase, hire, take on lease, or otherwise acquire, for the purpose of the Society, lands, tenements, houses, parts of houses and chattels, and to sell, let and dispose of the same.
 - (f) To borrow from time to time such moneys as may be required for the purposes of the Society upon such security as may be determined.
 - (g) To collect subscriptions and other payments for the general purpose of the Society, and to invest the moneys of the Society not immediately required upon such securities as may from time to time be determined.
 - (h) To superintend and advise upon sales, private or by auction; to make any regulations and by-laws for the government of the Society, and generally to do all other such lawful things as may be incidental to the above objects, or any of them, and may be calculated to protect and further the interests of breeders of Pedigree Southdown Sheep.

HOW INCOME OF SOCIETY MUST NOT BE APPLIED

4. The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society as set forth in these rules, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the Society or any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any salaried officer, nor the award of any trophy or prize other than a money prize given by the Society to any member, or prevent the bona fide borrowing of money by the Society from any member thereof at any rate of interest current at the time. No member shall derive any pecuniary gain, except as a salaried officer, from any of the property or operations of the Society. Members cannot retain prize money. "Pecuniary gain" does not include the winning of trophies or prizes, nor does it include prize money where such money is paid to the Society.

DISTRIBUTION OF BALANCE AFTER WINDING UP SOCIETY

5. If upon the dissolution of this Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the members of the Society; at or before the time of dissolution; or in default thereof, by the Registrar of Incorporated Societies.

CONSTITUTION

6. It is declared, for the purpose of registration, that the number of members of this Society shall not be limited, but must not be less than fifteen.
7. These Rules shall be construed with reference to "The Incorporated Societies Act, 2022", and any regulations made thereunder, and the terms used in these Rules shall be taken as having the same respective meaning as they have when used in that Act.

COUNCIL

8. The Society shall be managed by a committee referred to in these Rules as the Council; such Council being elected in the manner hereinafter described.

MEMBERS

MEMBERSHIP - MEMBERS' SUBSCRIPTIONS

9. Any person taking an interest in Southdown sheep, who shall signify to the Council his/ her desire to become a member, and who shall be proposed by some existing member of the Society, shall, on approval by the Council, and upon receipt of their written consent to becoming a member, be admitted as a member, and entered on the Register of Members. Any member may at any time retire from the Society on giving notice in writing to that effect to the Secretary, provided that, he/she shall be liable and be required to pay any subscription or other payment which may be due from him/her and unpaid at the date of his/her retirement. A member shall pay on admission and annually thereafter such subscription as the Council may from time to time determine. Annual subscriptions shall be payable in advance on the 1st day of January in each year. Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Council. But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Council.

REGISTER OF MEMBERS

10. The Society shall keep an up-to-date Register of Members.
For each current Member, the information contained in the Register of Members shall include —
- (a) Their name, and
 - (b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and

- (c) Their contact details, including —
- i. A physical address or an electronic address, and
 - ii. A telephone number.

11. Every current Member shall promptly advise the Society of any change of the Member's contact details. The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

- (a) The former Member's name, and
- (b) The date the former Member ceased to be a Member.

INTERESTS REGISTER

12. The Council shall at all times maintain an up-to-date register of the interests disclosed by Councillors and by members of any sub-committee.

ACCESS TO INFORMATION FOR MEMBERS

13. A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request —

- (a) provide the information, or
 - (b) agree to provide the information within a specified period, or
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - (d) refuse to provide the information, specifying the reasons for the refusal.
14. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - (d) the information is not relevant to the operation or affairs of the society, or
 - (e) withholding the information is necessary to maintain legal professional privilege, or
 - (f) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - (h) the request for the information is frivolous or vexatious, or
 - (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
15. If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —
- (a) that the Member will pay the charge; or
 - (b) that the Member considers the charge to be unreasonable.

Nothing in this rule limits information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

HONORARY MEMBERS - LIFE MEMBERS

16. The Council may at any time elect as an honorary member of the Society any person who they consider to have advanced, or to be calculated to advance, the objects of the Society. Honorary members shall not be required to pay any subscriptions, and they shall not be eligible to hold office or to vote at any meeting of the Society.
17. The Council may at any time elect as an Honorary Life Member of the Society any member who has rendered special service to the Society. An Honorary Life Member shall not be required to pay any subscription. The Council shall have the right to co-opt any Honorary Life Member as an additional member of the Council for any period that the Council may determine.

MEMBERS WITHOUT A FLOCK

18. The Council may at any time elect as a Member without a Flock to the Society any person whom the Council considers is interested in and following all or any of the objects of the Society. Members without Flocks shall pay, on admission, an entrance fee of \$5.00 and thereafter an annual subscription of \$25.00 or such other sum or sums as the Council may from time to time prescribe. A Member without a Flock shall be entitled to receive upon payment of the appropriate charge a copy of the Flock Book but shall not be entitled to vote at meetings of the Society nor shall a Member without a Flock be eligible to hold office in the Society.

DISPUTE RESOLUTION

19. A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below. The disagreement or conflict may be between any of the following persons—

- (a) 2 or more Members
- (b) 1 or more Members and the Society
- (c) 1 or more Members and 1 or more Councillors
- (d) 2 or more Councillors
- (e) 1 or more Councillors and the Society

(f) 1 or more Members or Councillors and the Society.

The disagreement or conflict may relate to any of the following allegations—

- (a) a Member or a Councillor has engaged in misconduct
- (b) a Member or a Councillor has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- (c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- (d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

HOW A COMPLAINT IS MADE

20. A Member or a Councillor may make a complaint by giving to the Council (or a complaints subcommittee) a notice in writing that—

- (a) states that the Member or Councillor is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- (c) sets out any other information or allegations reasonably required by the Society.

21. The Society may make a complaint involving an allegation against a Member or a Councillor by giving to the Member or Councillor a notice in writing that—

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegations is or are about; and
- (c) sets out any other information or allegations reasonably required by the Society.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

All Members (including the Council) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Council, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

22. Person who makes a complaint has right to be heard

- (a) A Member or a Councillor who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Society makes a complaint—
 - i. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - ii. an Officer may exercise that right on behalf of the Society.
- (c) Without limiting the manner in which the Member, Councillor, or the Society may be given the right to be heard, they must be taken to have been given the right if—
 - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iii. an oral hearing (if any) is held before the decision maker; and
 - iv. the Member's, Councillor's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

23. Person who is subject of complaint has right to be heard

- (a) This clause applies if a complaint involves an allegation that a Member, a Councillor, or the Society (the 'respondent')—
 - i. has engaged in misconduct; or
 - ii. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
 - iii. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the Society, a Councillor may exercise the right on behalf of the Society.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iv. an oral hearing (if any) is held before the decision maker; and
 - v. the respondent's written statement or submissions (if any) are considered by the decision maker.

24. Investigating and determining dispute

- (a) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

25. Society may decide not to proceed further with complaint

Despite the 'investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if—

- (a) the complaint is considered to be trivial; or

- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member or a Councillor has engaged in material misconduct;
 - ii. that a Member, a Councillor, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
 - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

26. Society may refer complaint

- (a) The Society may refer a complaint to—
 - i. a subcommittee or an external person to investigate and report; or
 - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

27. Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

REMOVAL OF MEMBERS

- 28. Following going through the Dispute Resolution process if the decision maker appointed under the Dispute Resolution proves any member of the Society or of the Council has failed in the observance of any lawful rule, regulation or by-law made by the Council, or whose conduct in any respect shall be, in the opinion of the decision maker, derogatory to the character or prejudicial to the interests of the Society, may be removed by the Council from the Society (and if a member of the Council, from the Council) by resolution to that effect passed by a majority of at least two-thirds of such of the members of the Council as shall be present and vote at a Special Meeting, of which not less than twenty-one days previous notice, specifying the intention to propose such resolution, shall have been sent to all the members of the Council and to the member whose removal is in question, PROVIDED HOWEVER that in the event that the Council shall determine to remove such member from the Society (and if a member of the Council, from the Council), such member or Councillor removed shall have the right to be exercised in writing within 21 days of the date of written notification to him/her of his/her removal to require the Council to call a special general meeting of the Society for the purpose of confirming or otherwise the Council's decision. At such special general meeting the member or Councillor removed by the Council shall have the right to attend and to make submissions on his/her behalf. A decision by a majority of those members present and voting at such special general meeting shall determine whether or not the removal of such member or Councillor shall be confirmed or otherwise.

PRESIDENT, VICE-PRESIDENT AND TREASURER — ELECTION OF PRESIDENT, VICE-PRESIDENT AND TREASURER

- 29. There shall be a President of the Society, a Vice-President and Treasurer. The President, Vice-President and Treasurer shall be ex officio members of the Council.
- 30. There shall be a President of the Society and a Vice-President and Treasurer who shall be proposed and elected at the first meeting of the Council immediately after the conclusion of the Annual General Meeting in each year to hold office for the ensuing year. For this purpose, only members of the Council duly elected in accordance with the provisions hereinafter appearing shall be eligible to be proposed and elected to serve as President, Vice-President and Treasurer. The election of such President, Vice-President and Treasurer shall be taken by ballot at such Council meeting and the decision of the majority of Councillors present and voting shall prevail.

NUMBER OF COUNCIL

- 31. The Council of the Society shall consist of such number as the Council may from time to time determine not being less than ten (10) in number of whom not less than two (2) shall reside in the North Island and not less than two (2) shall reside in the South Island.

RENEWAL OF THE COUNCIL — RETIRING MEMBERS OF COUNCIL

- 32. At the Annual General Meeting in each year one (1) Councillor from each Island shall retire from Office. The members to retire in each year shall be the members who have been longest in office since their last election. As between members of equal seniority the members to retire shall (unless such members of equal seniority agree amongst themselves) be selected from among them by ballot or in such other manner as the Council shall from time to time determine.

RETIRING COUNCILLORS' PLACES TO BE FILLED

- 33. At the Annual General Meeting in each year in which members of the Council retire, the Society shall fill the vacancies arising from such retirement by electing a like number of members to become Councillors. A retiring Councillor shall in all cases be eligible for re-election.

MANNER OF ELECTING NEW COUNCILLORS

- 34. With regard to members of the Council, the mode of their election shall be as follows:—
The Council shall, with the notice convening the Annual General Meeting to be held in that year, cause to be sent to every member in the North Island a list containing the names of the retiring members of the Council and such other names as may have been proposed for election of members resident in the North Island, such names to be printed in a form of voting paper to be approved by the Council. The Council shall also cause to be sent to every member in the South Island a list containing the names of the retiring members of the Council and such other names as may have been proposed for election of members resident in the South Island, such names to be printed in a form of voting paper to be approved by the Council. Such voting papers shall be filled out and returned to the Council by a date to be fixed by the Council and the Council shall appoint two scrutineers to

inspect the votes and report in writing to the meeting the names of the requisite number of persons having the highest number of votes in each respective Island. Such persons shall then be declared by the chairman of the meeting, and shall be deemed members of the Council, after which the voting list shall be forthwith destroyed by the scrutineers. In the case of equality of votes, the names of the candidates who have an equal number of votes shall then be submitted to the meeting, and a second ballot shall be taken at the meeting. A member may propose the names of any number of members for election on the Council by submitting the same to the Secretary not less than two months before the Annual General Meeting. Names so submitted shall be included on the list printed on the voting paper.

MANNER OF FILLING VACANCIES BETWEEN ANNUAL MEETINGS

35. Any vacancies which may occur in the office of President, Vice-President, Treasurer, or in the Council, between the Annual General Meetings, may be filled up by the Council. But any person so elected by the Council shall retain his/her office so long only as the member in whose place he/she is appointed would have retained it if no vacancy had occurred.
36. The Council shall be deemed to be duly constituted and shall continue to possess all the powers hereinafter stated, notwithstanding any vacancies in its body, but such vacancies shall be filled up as soon as, in the judgement of the Council, possible and expedient, in the manner provided by the preceding paragraph.

QUORUM

37. A quorum of the Council shall be five.

POWERS AND DUTIES OF THE COUNCIL

38. The Council shall exercise all the powers and perform all the duties for which the Society has been established; and shall have full power to do all such things as may be incidental or conducive to the attainments of the objects of the Society mentioned in these Rules.
39. In particular, but without prejudice to the last preceding Rule, and subject to the provisions of the Rules, the Council shall have and may exercise and perform the following powers and duties:-
- (a) They may from time to time convene and hold General Meetings of the Society.
 - (b) They may from time to time make, alter and rescind regulations and by-laws, for registering the names and addresses of members, for conducting the business and carrying out the objects of the Society, and for conducting the business of the Council, and they may impose fines for breach of any such rule, regulations and by-laws.
 - (c) They may delegate any of their powers or duties (except the appointment and removal of members of their body and of the Society) to committees of any number (not less than three) of members of their body, and from time to time, make, alter and rescind regulations and by-laws for conducting the business delegated to such Committee.
 - (d) They may acquire for the Society any pedigrees or publications, with the copyright therein respectively (if any), the possession of which they may deem likely to be in any way advantageous to the Society; and may establish any new publications devoted to or bearing on any object of the Society. The copyright of every publication acquired or established by or on behalf of the Society shall be vested in the Society.
 - (e) They may continue any contract with the printers or publishers of any publication acquired by the Society that may be subsisting at the date of such acquisition, and may enter into and make any new or altered contracts, or arrangements with the same, or any other printers and publishers, for the printing, publication, distribution, sale or management of such acquired publication, or of any publication whatsoever of the Society.
 - (f) They may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time, mode and terms of issue of, any publication of the Society, and all arrangements and details connected therewith and in particular they shall have power, so far as they may not be fettered by any subsisting contract or engagement, from time to time, to fix and alter the price of any publication of the Society, and the charges to be levied for the insertion therein of entries relating to Southdown sheep and other matters.
 - (g) They may accept annual or other subscriptions of money from members of the Society, or any other person or persons in payment for any publication of the Society, and they may make arrangements for supplying any such publication to any members or other person during his/her life, or for any other period, on the terms of receiving a lump sum of money in advance, on such other terms as they may think fit. They may from time to time levy from members for the purposes of any purpose of the Society, and in addition to the subscriptions mentioned in Rule 10, such money contributions from each member in any one year, as they may think fit, subject to the approval of the Annual General Meeting.
 - (h) They may, subject to the provisions of "The Incorporated Societies Act, 2022", purchase, hire, or take on lease for the purpose of the Society, any lands, tenements, houses, or parts of houses and chattels, and they may sell, let and dispose of the same when and as they may think fit.
 - (i) They may from time to time appoint, employ and remove a Secretary of the Society, an Editor or Editors of any publications of the Society, a Treasurer of the Society, or any other officers, clerks and servants, at such salaries and wages respectively, and with such respective duties and spheres of employment, and generally, upon such terms as they may think fit.
 - (j) They may borrow money for the purpose of the Society at any rate of interest current at the time, and may give security for any such moneys upon any property of the Society and for this purpose may execute on behalf of the Society any Deed of Mortgage or other Instrument of Security.
 - (k) They may invest any moneys of the Society not required for immediate use and generally deal with the property of the Society in such manner as they may think fit and, may from time to time be empowered to do under these Rules.
 - (l) They shall have the power to make by-laws and regulations governing the use of prefixes and shall have the power to delete any prefix if it is of the opinion that the registered breeder has not used the prefix for some considerable time. Should any breeder be aggrieved by any decision of the Council under this rule, he/she shall have the right within three months of such a decision to appeal to the Council who shall hear his/her objection and determine the matter. Such determination to be final and binding on all members.

FUNDS TO BE APPLIED

40. The funds of the Society shall be applied in payment of the current expenses and other disbursements of the Council in the conduct of the business of the Society or in relation thereto.

MEETINGS

41. The Council in each year shall convene and hold an Annual General Meeting of the Society in such month, and on such day, and at such place, as they shall from time to time appoint, but which shall be within six months of the Society's balance date, and no more than 15 months after the previous annual meeting.
42. Unless otherwise specially provided, fourteen days notice shall be given of all meetings.
43. The Council may, whenever they think fit, and they shall, upon a requisition made in writing by not less than 20 in number of the members of the Society, convene an Extraordinary General Meeting.

44. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Society.
45. Upon receipt of such requisition the Council shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within twenty days from the date of the requisition, the requisitionists may themselves convene an Extraordinary General Meeting.
46. A Special General Meeting of all members of the Society shall be held at such time and place as may be decided upon by the Council, for the purpose of making and adopting rules of the Society, or amending the same and transacting any general business (notice of which has been given) other than that to be transacted at the Annual Meeting.
47. Any notices of motions to be put to a General Meeting must be sent to Members either at their physical address or by email using the contact details recorded in the Register of Members at least 10 working days prior to the General Meeting.
48. Minutes of the a General Meeting will be taken.

FINANCIAL REPORTS

49. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure takes place, and of the assets, credits and liabilities of the Society, in books of accounts, which shall be kept at the registered office of the Society, or at such other place or places the Society thinks fit. At the first General Meeting and subsequently at the Annual General Meeting in every year a Chartered Accountant shall be appointed by resolution, who shall hold office till the next Annual General Meeting, but shall be eligible for re-election. The Chartered Accountant shall prepare the financial accounts of the Society, previous to the Annual General Meeting, and a statement showing the financial position of the Society, as prepared by the Chartered Accountant, shall be sent to each member, and laid before every Annual General Meeting. The Society's financial year shall commence on the first of January of each year and end on the 31st of December (the latter date being the Society's balance date).

GENERAL MEETING

50. Any meeting may be adjourned as the members present thereat shall resolve.
51. The President of the Society, or in his/her absence, the Vice-President, or in their absence any member then elected for the purpose by the members present, shall take the chair at all General Meetings.
52. All questions and matters brought before General Meetings, except the election of members of Council which shall be decided as hereinbefore provided and except alterations to these Rules which shall be decided as hereinbefore provided, shall be decided by a majority of votes of the members present, each member having one vote, and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote in addition to his/her vote as a member. Votes will only be accepted by Members present in person at the General Meeting.
53. At a General Meeting ten shall form quorum.
54. The minute books of the Society shall be open to the inspection of members at all reasonable times.
55. Written resolutions may not be passed in lieu of a General Meeting.

NOTICES

56. A notice may be served by or on behalf of the Society upon a member personally, or by sending by email or post in a prepaid letter addressed to the member at his/her address as appears from the register and books of the Society.

SECRETARY

57. The Secretary shall keep the books of the Society and conduct the correspondence, attend all meetings, and receive members' subscriptions, and enter up the minutes of all meetings and shall bank all moneys received for or on account of the Society within seven days from the receipt of same. The Secretary of the Society may be appointed and removed only by the Council. The Council shall fix the Secretary's salary and prescribe the duties to be performed by the Secretary.

CONTACT PERSON

58. The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
The Society's contact person must be:
- At least 18 years of age, and
 - Ordinarily resident in New Zealand.
59. A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a physical address or an electronic address, and
 - a telephone number.
- Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

SEAL

60. The Society shall have a Common Seal bearing the words:- "Southdown Sheep Society of New Zealand, Incorporated", which Seal shall be fixed to all deeds and documents required to be sealed, and to all notices required to be authenticated. Such Seal when required to be affixed to any deed or document shall be fixed thereto by two members of the Council of the Society in the presence of the Secretary, and such Seal shall be kept at the registered office of the Society in the custody of the Secretary.

INSPECTION COMMITTEE

61. The said Council may appoint one or more competent men/women in such districts as they may consider necessary, who shall be an Inspection Committee, and shall inspect and count flocks whenever instructed by the Council. Should these Inspectors consider any such flock not fairly representative of the breed, the Council may expunge the said flock from the Flock Book.

62. The Council, when it thinks fit, may publish particulars of same.

RETURNS AND INFORMATION

63. All registered flock owners shall complete annual returns and provide such information relating to their flocks as may be required from time to time by the Council. They shall complete such forms as required when entering sheep singly or transferring sheep. If any inaccuracy be discovered relating to any entry such entry may be cancelled by the Council, and the flock may be expunged from the Society's Flock Book. Should it at any time be proved that any entry is based upon any fraudulent statement or history, such entry shall be cancelled in like manner, and the flock expunged from the Flock Book.

ALTERATION AND AMENDMENT OF RULES

64. These Rules shall not be altered or amended except by two-third majority of members present at a special general meeting convened for the purpose. Notice of all proposed amendments of alterations to the Rules shall be in writing and lodged with the Secretary not less than 28 days before the meeting at which they are to be considered. With the exception of the majority required the conduct of any such special general meeting shall be in accordance with the provision of Clause 52 hereinbefore provided.
